

# NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the seventieth Annual General Meeting of Ashok Leyland Limited will be held on **Wednesday, July 31, 2019 at 2.45 p.m. at Kamaraj Memorial Hall, 498-500, Anna Salai, Teynampet, Chennai - 600 006** to transact the following businesses:

## ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of Auditors thereon.
2. To declare a dividend for the year ended March 31, 2019.
3. To appoint a Director in place of Mr. Dheeraj G Hinduja (DIN: 00133410) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED** that pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Andreas H Biagosch (DIN: 06570499), who was appointed as an Independent Director and who holds office of Independent Director upto July 25, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from July 26, 2019 till July 25, 2024.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED** that pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Jean Brunol (DIN: 03044965), who was appointed as an Independent Director and who holds office of Independent Director upto July 25, 2019 and being

eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from July 26, 2019 till July 25, 2024.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED** that pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sanjay K Asher (DIN: 00008221), who was appointed as an Independent Director and who holds office of Independent Director upto July 25, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from July 26, 2019 till July 25, 2024.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED** that pursuant to the applicable provisions of the Companies Act, 2013 (“Act”), and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Mr. Gopal Mahadevan (DIN : 01746102) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 24, 2019 and who holds office up to the date of this Annual General Meeting of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER** that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act including the relevant Rules as applicable and relevant (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and Article 142 of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Gopal Mahadevan as Whole-time Director (“WTD”) designated as “Whole-time Director and Chief Financial Officer” of the Company for a period

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of five years from May 24, 2019 to May 23, 2024, on the following terms and conditions:

## A. Fixed Compensation

**Basic Salary, Perquisites, Allowances, Retiral benefits, etc.:** ₹ 34,500,000/- (Rupees Three Crores Forty-Five Lakhs only) per annum with liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the terms and conditions of the fixed compensation in such manner as may be agreed between the Company and the WTD.

The annual increments will be decided and approved by the Nomination and Remuneration Committee and the Board of Directors based on his and the Company's performance.

## B. Annual Performance Pay/Commission

In addition, Annual Performance Pay and Commission, shall be based on the Company's performance and contributions made by the WTD, as may be decided by the Nomination and Remuneration Committee and the Board of Directors.

## C. Others

- a) Perquisites, allowances, insurance, retiral benefits including Gratuity and Provident Fund, etc., shall be as per the Policy of the Company.
- b) Club fee as per Company Policy in force, as applicable to the Senior Management personnel of the Company.
- c) For the purpose of calculating the perquisites and allowances, these shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company in providing such perquisites and allowances.
- d) No sitting fee for meetings of the Board or Committees thereof attended by him during his tenure as WTD.

## D. Overall Remuneration

The Board may revise the remuneration payable to WTD, during any financial year, during currency of the tenure of office, in such manner as may be agreed to between the Nomination and Remuneration Committee/Board of Directors and WTD, subject to the condition that the remuneration by way of salary, perquisites, annual performance pay, commission, allowances and other benefits, shall be within the limits permissible under Section 197 of the Act.

## E. Minimum Remuneration

In the event of any loss or inadequacy of profits for any financial year, the Nomination and Remuneration Committee/Board of Directors shall approve the remuneration payable to WTD, during

such financial year, in such manner as agreed to between the Nomination and Remuneration Committee/Board of Directors and WTD, however, not exceeding the maximum limits specified in this behalf under Schedule V to the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Nomination and Remuneration Committee and/or the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Messers Geeyes & Co., Cost Accountants, (Firm Registration No. 000044), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ended March 31, 2019, amounting to ₹700,000/- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."

By Order of the Board

Chennai  
May 24, 2019

**N Ramanathan**  
Company Secretary

### Registered Office:

1, Sardar Patel Road, Guindy  
Chennai - 600 032  
CIN: L34101TN1948PLC000105  
Tel: +91 44 2220 6000 Fax: +91 44 2220 6001  
E-mail: [secretarial@ashokleyland.com](mailto:secretarial@ashokleyland.com)  
Website: [www.ashokleyland.com](http://www.ashokleyland.com)

### **NOTES:**

1. The Dividend of ₹ 3.10/- per share has been recommended by the Board of Directors for the year ended March 31, 2019, subject to approval of shareholders. Dividend, if approved at the Annual General Meeting ("AGM"), shall be paid/credited before August 24, 2019.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, July 25, 2019 to Wednesday, July 31, 2019 (both days inclusive) for the purpose of determining the Members eligible for dividend.

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3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form should be submitted at the registered office of the Company at least forty-eight hours before the scheduled commencement of the meeting.

A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other person or shareholder. All alterations made in the Proxy Form should be initialed.

4. Revenue Stamp should be affixed on the Proxy Form. Proxy Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.
5. Corporate Members/Foreign Portfolio Investors/Foreign Institutional Investors/Financial Institutions intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of the Board resolution/such other duly authorised documents authorising their representatives to attend and vote at the AGM well in advance.
6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts in respect of businesses under item nos. 4 to 8 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment/ appointment at this AGM are also annexed.
7. At the sixty eighth AGM held on July 21, 2017 the members approved appointment of Price Waterhouse & Co Chartered Accountants LLP (FRN 304026E/E300009), Chennai as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the seventy third AGM, subject to ratification of their appointment by members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the seventieth AGM.
8. Members are requested to bring the Annual Report for their reference at the meeting. Admission Slip duly filled in shall be handed over at the entrance to the meeting hall and duly signed in accordance with their specimen signature(s) registered with the Company/ Registrar and Share Transfer Agent (RTA).

9. Members are informed that, in case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members are requested to note that, dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to Corporate Governance Report which is a part of this Annual Report.
11. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the information on unclaimed dividend as on the last date of AGM, i.e., July 17, 2018 was filed with the Ministry of Corporate Affairs and hosted on the website of the Company.
12. Electronic mode of the Notice of the seventieth AGM of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the seventieth AGM of the Company *inter-alia* indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
13. Members may also note that the Notice of the seventieth AGM and the Annual Report for 2018-19 will be available on the Company's website [www.ashokleyland.com](http://www.ashokleyland.com) and also on the website of the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). Physical copies of the aforesaid documents will also be available at the Registered Office of the Company at Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id: [secretarial@ashokleyland.com](mailto:secretarial@ashokleyland.com) or to the Company's RTA's e-mail id: [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).
14. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Act, read with the Rules made thereunder are requested to send the prescribed Form SH-13 to the Corporate/Registered Office of the Company. Any change or cancellation of the nomination

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already given is to be given in Form SH-14. Form SH-13 and Form SH-14 are available on the Company's website for download.

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, will be available for inspection by the members at the AGM.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number, ECS mandates, nominations, power of attorney, bank account details, etc., to their Depository Participant(s) in case the shares are held by them in electronic form and to Integrated Registry Management Services Private Limited, "Kences Towers", 2nd Floor, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017 in case the shares are held by them in physical form.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/RTA, for consolidation into a single folio.
18. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
19. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., Wednesday, July 31, 2019.
20. As part of Company's GO GREEN initiative, members who have not registered their e-mail ID are requested to update the same with the Company, if held in physical form(or) to the Depository, if held in demat mode.
21. The Route Map for the venue of the AGM is enclosed.

## 22. Voting through electronic means:

- (i) In compliance with provisions of Section 108 of the Act and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Company provides the members the facility to exercise their right to vote at the AGM by electronic means and the businesses may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
- (ii) The facility for voting, through ballot paper shall be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- (iii) The "cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as Wednesday, July 24, 2019. The e-voting period commences on Saturday, July 27, 2019 at 9.00

a.m. IST and ends on Tuesday, July 30, 2019 at 5.00 p.m. IST. During this period, a person whose name is recorded in the Register of Members or in the Register of Beneficiary Owners maintained by the depositories, as on the cut-off date, i.e., Wednesday, July 24, 2019 shall be entitled to avail the facility of remote e-voting. The remote-voting module shall be disabled by NSDL for voting thereafter.

### (iv) Process for members opting for remote e-voting:

The instructions for shareholders voting electronically are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

### Details on Step 1 is mentioned below: How to Log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

### (iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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- (v) Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  - (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - (viii) Now, you will have to click on "Login" button.
  - (ix) After you click on the "Login" button, Home page of e-Voting will open.
- (ii) After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (iii) Select "EVEN" of Company.
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vii) You can also take the printout of the vote cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

- (i) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [scrutiniserbc@gmail.com](mailto:scrutiniserbc@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
23. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., July 24, 2019. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories on the cutoff date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Meeting through electronic voting system or poll paper.
24. Members who have already exercised their voting through remote e-voting can attend the AGM, but cannot vote again.
25. Your Company has appointed Messers B Chandra & Associates, Practising Company Secretaries (Firm Reg. No. P2017TN065700), Chennai, as the Scrutinizer to scrutinize the voting at the meeting and the remote e-voting process, in a fair and transparent manner.

## Details on Step 2 is given below:

### How to cast your vote electronically on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

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26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
27. As per Regulation 44 of the SEBI Listing Regulations, the results of the e-voting are to be submitted to the Stock Exchanges within 48 hours of the conclusion of the AGM. The results declared along with Scrutinizer's report shall be placed on the Company's website [www.ashokleyland.com](http://www.ashokleyland.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be displayed on the Notice Board at the Registered office of the Company.

## EXPLANATORY STATEMENT

As required under Section 102 of Companies Act, 2013 ("the Act"), the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 8 of the accompanying notice.

### Item Nos. 4, 5 and 6

Dr. Andreas H Biagosch (DIN: 06570499), Mr. Jean Brunol (DIN: 03044965) and Mr. Sanjay K Asher (DIN:00008221) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company till July 25, 2019.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, based on the report of performance evaluation of Independent Directors, has recommended the re-appointment of Dr. Andreas H Biagosch, Mr. Jean Brunol and Mr. Sanjay K Asher as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company from July 26, 2019 upto July 25, 2024.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the NRC, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Dr. Andreas H Biagosch, Mr. Jean Brunol and Mr. Sanjay K Asher would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Dr. Andreas H Biagosch, Mr. Jean Brunol, and Mr. Sanjay K Asher as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") *inter alia* prescribe that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company

and disclosure of such appointment in its Board's Report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Dr. Andreas H Biagosch, Mr. Jean Brunol and Mr. Sanjay K Asher are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Dr. Andreas H Biagosch, Mr. Jean Brunol and Mr. Sanjay K Asher for the office of Independent Directors of the Company.

The Company has also received declarations from Dr. Andreas H Biagosch, Mr. Jean Brunol, and Mr. Sanjay K Asher that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations.

In the opinion of the Board, Dr. Andreas H Biagosch, Mr. Jean Brunol, and Mr. Sanjay K Asher fulfil the conditions for appointment as Independent Directors as specified in the Act and the SEBI Listing Regulations and are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 4 to 6, are provided in the "Annexure" to the Notice pursuant to the provisions of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Dr. Andreas H Biagosch, Mr. Jean Brunol, and Mr. Sanjay K Asher setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions Nos. 4, 5 and 6 except Dr. Andreas H Biagosch, Mr. Jean Brunol, Mr. Sanjay K Asher and their relatives, respectively.

The Board recommends the Special Resolutions set out at Item Nos. 4, 5 and 6 of the Notice, for approval by the members.

### Item No. 7

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 24, 2019 appointed Mr. Gopal Mahadevan, ("Mr. Gopal") (DIN: 01746102) as an Additional Director of the Company and also designated him as a Whole-time Director ("WTD") and Chief Financial Officer of the Company for period of five years from May 24, 2019 to May 23, 2024, subject to the approval of the shareholders at this Annual General Meeting.

Keeping in view that Mr. Gopal brings with him a rich and varied experience of over 30 years across Industries, it would be in the interest of the Company to appoint him as WTD of the Company.

#### *Brief profile of Mr. Gopal*

Mr. Gopal is a member of the Institute of Chartered Accountants of India and a qualified Company Secretary with over 30 years' experience in Finance function across a

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spectrum of industries. Mr. Gopal has had extensive experience in manufacturing, internet services, financial services and project companies. During his career, he has also been involved in restructuring and M&A. He has worked with renowned organisations like Thermax Ltd, Amara Raja Batteries Ltd, Sify, Sanmar Group and TTK Pharma Ltd. He is a member of the board of several companies in Ashok Leyland Group of companies. He has received several awards and recognitions. In one of the earlier organisations, Mr. Gopal had also handled HR and Strategy as additional responsibilities. Mr. Gopal joined Ashok Leyland in July 2013, as CFO and has been one of the core team members leading the turnaround and growth of the Company.

Mr. Gopal holds 120,000 by shares in the Company as per the declaration given by him.

The terms contained in the resolutions shall constitute the written memorandum setting out the terms of appointment. The approval of the members is being sought for the appointment of Mr. Gopal as Director and as WTD and the remuneration payable to him for a period of five years from May 24, 2019 to May 23, 2024.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution No. 7 except Mr. Gopal and his relatives.

## **Item No. 8**

Pursuant to the provisions of Section 148 of Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. As per the said

Rules, remuneration payable to the cost auditors is required to be ratified by the members of the Company in the general meeting. The Board of Directors of the Company at its meeting held on May 18, 2018 had considered and approved the appointment of Messers Geeeyes & Co., Cost Accountants (Registration No. 00044) as the cost auditors of the Company for the financial year 2018-19 on a remuneration of ₹700,000/- (Rupees Seven Lakhs only) plus applicable Goods and Service tax and out of pocket expenses that may be incurred.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No. 8 for the approval/ratification of the members.

By Order of the Board

Chennai  
May 24, 2019

**N Ramanathan**  
Company Secretary

## Registered Office:

1, Sardar Patel Road, Guindy  
Chennai - 600 032

CIN: L34101TN1948PLC000105

Tel: +91 44 2220 6000 Fax: +91 44 2220 6001

E-mail: [secretarial@ashokleyland.com](mailto:secretarial@ashokleyland.com)

Website: [www.ashokleyland.com](http://www.ashokleyland.com)

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## Annexure

### Details of Directors retiring by Rotation/seeking appointment/re-appointment at the ensuing Annual General Meeting

Name of the Director	Mr. Dheeraj G Hinduja	Dr. Andreas H Blagosch	Mr. Jean Brunol	Mr. Sanjay K Asher	Mr. Gopal Mahadevan
Date of Birth and Age	July 27, 1971; 47 years	May 22, 1955; 64 years	March 23, 1952; 67 years	November 26, 1963; 55 years	May 20, 1966; 53 Years
Date of Appointment	September 3, 1996	May 10, 2013	October 20, 2010	December 21, 2010	May 24, 2019
Qualifications	BSC, MBA	Mechanical Engineering and Business Administration	Graduate of the Ecole Normale Supérieure de Saint Cloud, holding the highest General Physics' degree in France (Agrégation); State Doctorate in Optics and Image Processing; Master's in Business Administration from Research Center for Executive Managing Director (CRC).	B.Com, LLB, FCA	B.Com, ACA
Expertise in Specific functional areas	Various strategies and leadership level in variety of business functions.	Retired from McKinsey & Company in July 2012 after serving 28 years of service at McKinsey & Company. He was a member of McKinsey's Executive Board for 12 years, serving in different roles such as chairing the Client Committee, chairing the Professional Standards Committee, and leading all of McKinsey's industry practices worldwide. He was also a member of all of the Firm's personnel committees.	Mr. Jean Brunol was a Senior Vice President Business & Operations Strategy. Member of Federal Mogul Strategy Board; Federal Mogul Corporation in charge of worldwide Business and Operations Strategy as well as International Operations. Based in Paris and in Detroit he managed the restructuring of Federal Mogul Operations in Europe, development of the Company in Asia Pacific as well as South America, Mergers and Acquisitions of the corporation and Global advanced Technology reengineering. He was previously Senior Vice President Business Strategy and International Operations at IVECO a leading Commercial Vehicle Manufacturers and based in Italy. Prior to his appointment in the Company, he was the CEO of the World Leader of high technology batteries SAFT.	Practising Advocate since 1989 with M/s Crawford Bayley & Co., which is a leading law firm. He was admitted as a Solicitor in the year 1993 and is presently a Senior Partner of M/s Crawford Bayley & Co. He was an invitee to the Committee formed by the Government of India, Department of Disinvestment for the purposes of standardising the transaction documents in relation to privatisation of the public sector enterprises of the Government of India.	Over 30 years' experience in Finance function across a spectrum of industries. He has had extensive experience in manufacturing, internet services, financial services and project companies. During his career, he has also been involved in restructuring and M&A. He has worked with renowned organisations like Thermax Ltd, Amara Raja Batteries Ltd, Sify, Sanmar Group and TTK Pharma Ltd. He is a member of the board of several companies in Ashok Leyland Group of companies. He has received several awards and recognitions. In one of the earlier organisations, Mr. Gopal had also handled HR and Strategy as additional responsibilities. Mr. Gopal joined Ashok Leyland in July 2013, as CFO and has been one of the core team members leading the turnaround and growth of the Company.



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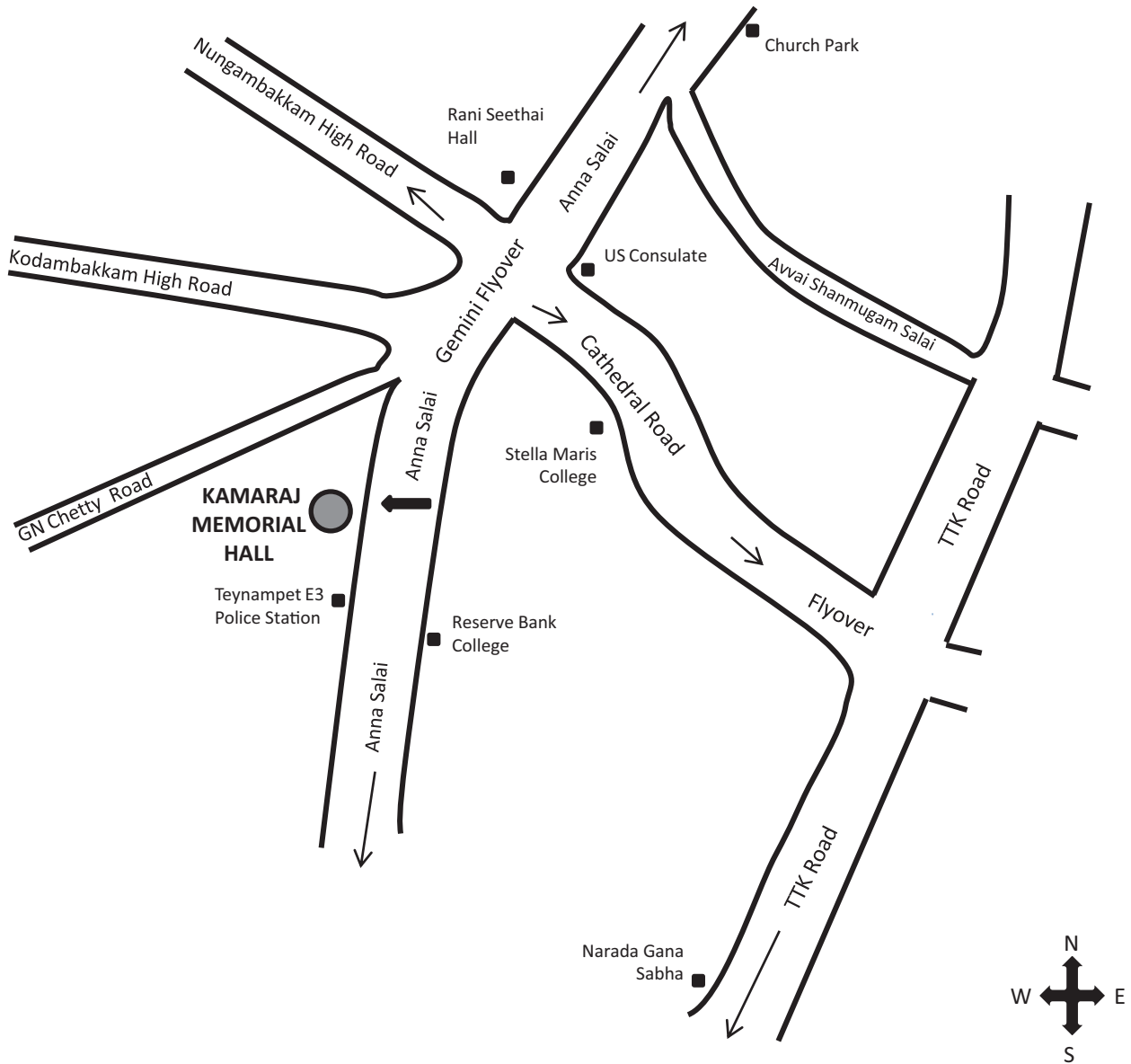
Name of the Director Board Membership of other Companies as on March 31, 2019	Mr. Dheeraj G Hinduja (i) Hinduja National Power Corporation Ltd, Co-Chairman Hinduja Leyland Finance Limited* (ii) Hinduja Tech Limited* (iii) Hinduja Automotive Limited, United Kingdom, Co-Chairman	Dr. Andreas H Biagusch (i) IMPACTING I GmbH & Co. KG, Managing Director Hinduja Leyland Finance Limited (ii) Aixtron SE (iii) Lurssen MB (iv) Wacker Chemie AG (v) ATHOS Services GmbH	Mr. Jean Brunol (i) Houghton International Inc. (ii) SHILOH Industries Inc.	Mr. Sanjay K Asher (i) Bajaj Allianz General Insurance Co. Ltd (ii) Bajaj Allianz Life Insurance Co. Ltd (iii) Balakrishna Industries Ltd. (iv) Finolex Cables Limited (v) Finolex Industries Limited (vi) Sahyadri Hospitals Limited (vii) Sudarshan Chemical Industries Limited (viii) Tribhovandas Bhimji Zaveri Limited (ix) Arch Protection Chemicals Private Ltd. (x) Auxilo Finserve Private Ltd (xi) Finolex Plasson Industries Private Limited (xii) Kineco Kaman Composites-India Pvt. Ltd. (xiii) Lonza India Private Limited (xiv) NV Advisory Services Private Ltd. (xv) Orbit Electricals Private Ltd. (xvi) Siporex India Private Limited (xvii) SK Restaurants Private Limited	Mr. Gopal Mahadevan (i) Ashok Leyland Defence Systems Limited* (ii) Global TVS Bus Body Builders Limited* (iii) Hinduja Tech Limited (iv) Hinduja Leyland Finance Limited (v) Hinduja Housing Finance Limited (vi) Ashok Leyland UAE LLC (vii) Optare Plc, UK (viii) Lanka Ashok Leyland Limited
Chairmanship(s)/ Membership(s) of Committees of other Companies as on March 31, 2019	1) Hinduja National Power Corporation Limited (a) Nomination and Remuneration Committee (b) Corporate Social Responsibility Committee 2) Hinduja Tech Limited (a) Nomination and Remuneration Committee 3) Hinduja Leyland Finance Limited (a) Nomination and Remuneration Committee (b) Corporate Social Responsibility Committee*	1) Hinduja Leyland Finance Limited (a) Risk Management Committee (b) Corporate Social Responsibility Committee 2) Aixtron SE (a) Audit Committee	1) Houghton International Inc. (a) Compensation Committee* 2) SHILOH Industries Inc. (a) Audit Committee (b) Compensation Committee (c) Strategy & Technology Committee*	1) Bajaj Allianz General Insurance Co. Ltd (a) Audit Committee (b) Nomination Remuneration Committee 2) Bajaj Allianz Life Insurance Co. Ltd (a) Audit Committee (b) Nomination Remuneration Committee 3) Balakrishna Industries Ltd. (a) Nomination and Remuneration Committee 4) Finolex Industries Limited (a) Nomination Remuneration Committee 5) Sudarshan Chemical Industries Limited (a) Audit Committee (b) Nomination Remuneration Committee (c) Stakeholders' Relationship Committee* 6) Tribhovandas Bhimji Zaveri Limited (a) Nomination Remuneration Committee	1) Lanka Ashok Leyland Limited (a) Audit Committee* (b) Related Party Transactions Review Committee 2) Hinduja Tech Limited (a) Audit Committee (b) Operating Committee 3) Hinduja Leyland Finance Limited (a) Audit Committee (b) Credit Committee (c) Asset Liability Management Committee* (d) Capital Raising Committee (e) Optare PLC (a) Audit Committee 5) Hinduja Housing Finance Limited (a) Nomination and Remuneration Committee (b) Audit Committee (c) Risk Management Committee* 6) Global TVS Bus Body Builders Limited (a) Nomination and Remuneration Committee
Number of Shares held	NIL	NIL	NIL	NIL	120,000

\*Chairman of the Board/Committee

For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, refer to the Corporate Governance report.

# ROUTE MAP TO THE AGM VENUE

**Venue:** Kamaraj Memorial Hall, 498-500, Anna Salai, Teynampet, Chennai - 600 006



**Landmark:** Next to Teynampet E3 Police Station